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## **Vixtel Technologies Holdings Limited**

**飛思達科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1782)**

### **PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of Vixtel Technologies Holdings Limited (the “**Company**”) proposes to amend the existing amended and restated memorandum and articles of association of the Company (the “**Amended and Restated M&A**”) and to adopt a second amended and restated memorandum and articles of association of the Company (the “**Second Amended and Restated M&A**”) in order to (i) conform to the Core Standards for shareholder protection as set out in Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) set out explicitly the flexibility of the Company to convene virtual general meetings and (iii) incorporate certain housekeeping changes.

Major changes to be brought about by the proposed amendments to the Amended and Restated M&A (“**Proposed Amendments**”) are set out below: –

1. to update the Company’s current registered office address in the Cayman Islands;
2. to update and include certain defined terms to align with the applicable laws of the Cayman Islands, the Listing Rules and the relevant provisions in the Second Amended and Restated M&A including but not limited to, “Companies Act”, “Communication Facilities”, “Present” and “Virtual Meeting” to update the relevant provisions in the Second Amended and Restated M&A in this regard;
3. to clarify that the Company shall hold a general meeting for each financial year as its annual general meeting and clarify that each of such annual general meeting must be held within six months after the end of the Company’s financial year;
4. to provide that the shareholders of the Company (“**Shareholders**”) shall have right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;

5. to clarify that a clearing house may appoint one or more proxies or authorise such person(s) as it thinks fit as its representative(s) at any general meetings and creditors meetings of the Company and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders at such meetings;
6. to clarify that any person appointed by the Board to fill a casual vacancy on the Board shall hold office only until the first annual general meeting of the Company after the appointment, and shall be eligible for re-election at such annual general meeting;
7. to clarify that the appointment, removal and remuneration of auditors of the Company must be approved by the Shareholders by ordinary resolution in general meeting of the Company;
8. to state the financial year end of the Company; and
9. to make other amendments to update or clarify provisions where the Board considers appropriate in accordance with or to better align with the wordings in the applicable laws of Cayman Islands and the Listing Rules.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments and the adoption of the Second Amended and Restated M&A, together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board  
**Vixtel Technologies Holdings Limited**  
**Shi Zhimin**  
*Chairman, Chief Executive Officer and executive Director*

Hong Kong, 17 April 2023

*As at the date of this announcement, the Board comprises Mr. Shi Zhimin as executive Director; Mr. Guan Haiqing as non-executive Director and Mr. Yeung Man Simon, Mr. Hu Jianjun and Ms. Ru Tingting as independent non-executive Directors.*